

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

MIMEDX GROUP, INC. AND SEAN
MCCORMACK

Plaintiffs, ,

v.

SPARROW FUND MANAGEMENT LP, A/K/A
“AURELIUS VALUE”; VICEROY RESEARCH;
JOHN FICHTHORN; BR DIALECTIC CAPITAL
MANAGEMENT, LLC, AND DOES -10,
INCLUSIVE

Defendants.

Case No. 1:17-cv-07568 (DAB) (KHP)

**DECLARATION OF MARTIN J. CRISP IN SUPPORT OF DEFENDANT SPARROW
FUND MANAGEMENT LP’S MOTION TO DISMISS THE COMPLAINT**

I, Martin J. Crisp, declare as follows:

1. I am a member in good standing of the bar of the State of New York. I am associated with the firm Ropes & Gray LLP, attorneys for defendant Sparrow Fund Management LP (“Sparrow”) in the above-captioned action.

2. I submit this declaration in support of Sparrow’s Motion to Dismiss the Complaint. For the convenience of the Court, copies of certain documents referenced in the Memorandum of Law by the Memorandum of Law in Support of Defendant Sparrow Fund Management LP’s Motion to Dismiss the Complaint are attached hereto as follows:

a. Attached hereto as Exhibit A is a true and correct copy of the October 20, 2017 email from Patrick T. Roath, Esq., to David M. Pernini, Esq., transmitting the Affidavit of Nathan Koppikar of Sparrow.

b. Attached hereto as Exhibit B is a true and correct copy of the letter from Christopher G. Green, Esq. to David M. Pernini, Esq. dated October 6, 2017.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: October 26, 2016

/s/ Martin J. Crisp

Martin J. Crisp